

CHAPMAN AND CUTLER

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SEP 17 1993 - 10 45 AM 3-2604017

September 17, 1993 INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Southern Pacific Transportation Company
Leveraged Lease Financing of Locomotives

Dear Mr. Strickland:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and five counterparts of each of the secondary documents described below. The undersigned has acted as special counsel in connection with the preparation of the enclosed documents and has knowledge of the matters set forth therein.

The enclosed secondary documents are as follows:

Lease Supplement No. 2 dated September 17, 1993, between U.S. Trust Company of California, N.A., as lessor (the "Lessor"), and Southern Pacific Transportation Company, as lessee (the "Lessee"). The primary document to which this Lease Supplement No. 2 is connected is the Equipment Lease dated as of June 15, 1993, which was filed with the Interstate Commerce Commission on July 2, 1993 and assigned Recordation Number 18297.

Trust Indenture Supplement No. 2 dated September 17, 1993, of U.S. Trust Company of California, N.A., as owner trustee (the "Owner Trustee"). The primary document to which this Trust Indenture Supplement No. 2 is connected is the Trust Indenture and Security Agreement dated as of June 15, 1993, which was filed with the Interstate Commerce Commission on July 2, 1993 and assigned Recordation Number 18297-A.

\$48.00
9/17/93

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INTERSTATE COMMERCE COMMISSION

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The names and addresses of the parties to the documents are as follows:

LEASE SUPPLEMENT NO. 2:

Lessee: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Lessor: U.S. Trust Company of California, N.A.,
as Owner Trustee
555 South Flower Street
Los Angeles, California 90071

TRUST INDENTURE SUPPLEMENT NO. 2:

Owner Trustee: U.S. Trust Company of California, N.A.,
as Owner Trustee
555 South Flower Street
Los Angeles, California 90071

Lease Supplement No. 2 provides, *inter alia*, for the Equipment Lease to apply to the 23 locomotives bearing the road numbers set forth in Exhibit A to Lease Supplement No. 2, namely the road numbers set forth in Schedule 1 hereto. Trust Indenture Supplement No. 2 provides, *inter alia*, for the Trust Indenture to apply to the 23 locomotives bearing the road numbers set forth in Schedule 1 to Trust Indenture Supplement No. 2, namely the road numbers set forth in Schedule 1 hereto.

A general description of the equipment covered as of the date hereof by the aforesaid documents is set forth in Schedule 1 attached to this letter and made a part hereof.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) LEASE SUPPLEMENT NO. 2:

Lease Supplement No. 2 dated September 17, 1993 between U.S. Trust Company of California, N.A., as Lessor, 555 South Flower Street, Los Angeles, California

September 17, 1993

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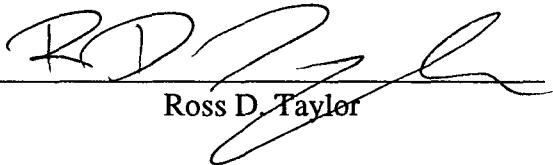
90071, and Southern Pacific Transportation Company, as Lessee, Southern Pacific Building, One Market Plaza, San Francisco, California 94105, covering 23 locomotives bearing the road numbers set forth in Exhibit A to such Lease Supplement No. 2, namely road numbers set forth in Schedule 1 hereto. Lease Supplement No. 2 is related to the Equipment Lease dated as of June 15, 1993 which was filed with the Interstate Commerce Commission on July 2, 1993 and assigned Recordation Number 18297.

(2) TRUST INDENTURE SUPPLEMENT NO. 2:

Trust Indenture Supplement No. 2 dated September 17, 1993 of U.S. Trust Company of California, N.A., 555 South Flower Street, Los Angeles, California 90071, covering 23 locomotives bearing the road numbers set forth in Schedule 1 to such Trust Indenture Supplement No. 2, namely road numbers set forth in Schedule 1 hereto. Trust Indenture Supplement No. 2 is related to the Trust Indenture and Security Agreement dated as of June 15, 1993 which was filed with the Interstate Commerce Commission on July 2, 1993 and assigned Recordation Number 18297-A

Very truly yours,

CHAPMAN AND CUTLER

By 
Ross D. Taylor

RDT:
Enclosures

SCHEDULE 1

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
23	Diesel Electric Locomotives consisting of:	General Motors	
	3 Model SD 40-2 Locomotives		SP 7312, 7313, 7322
	20 Model SD 40-T2 Locomotives		SP 8300, 8308, 8309, 8310, 8312, 8313, 8322, 8325, 8356, 8359, 8361, 8362, 8363, 8367, 8376, 8489, 8490, 8497, 8528, 8560

Interstate Commerce Commission

Washington, D.C. 20423

9/17/93

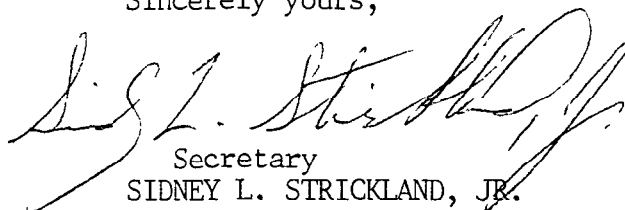
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
Washington D.C. 20006

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/17/93** at **10:50am**, and assigned recordation number(s). **18297-D 18297-E & 18080-F**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18277 D
SEP 17 1993 - 10 15 AM

LEASE SUPPLEMENT NO. 2 INTERSTATE COMMERCE COMMISSION

This LEASE SUPPLEMENT NO. 2, dated September 17, 1993, between U.S. TRUST COMPANY OF CALIFORNIA, N.A., not in its individual capacity but solely as Owner Trustee (the "*Lessor*") and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation (the "*Lessee*");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of June 15, 1993 (the "*Lease*"). The terms used herein have the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of evidencing the lease, delivery and acceptance of Items of Equipment under the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. The Lessor hereby leases to the Lessee and Lessee hereby leases from the Lessor the Items of Equipment described on Exhibit A to this Lease Supplement No. 2, on and subject to the terms and conditions set forth herein and in the Lease.
2. The Lessee represents to the Owner Trustee, the Indenture Trustee and each Participant that the Lessee has caused each such Item of Equipment to be inspected by its qualified inspector and that each Item of Equipment complies with all the specifications of the work order relating to its manufacture or rebuilding and complies with all the Interchange Rules applicable to such Item.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year written below.

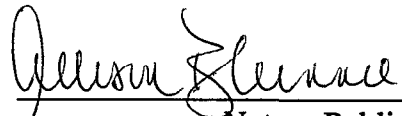
U.S. TRUST COMPANY OF CALIFORNIA, N.A.,
not in its individual capacity but solely as
Owner Trustee under the Trust Agreement

By 
Its Authorized Signatory

Executed this 14 day of September, 1993 in
New York, New York.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 14th day of September, 1993, before me personally appeared Louis P. Young, to me personally known, who being duly sworn, says that he is an Authorized Signatory of U.S. TRUST COMPANY OF CALIFORNIA, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

ALLISON BLUNNIE
Notary Public, State of New York
No 41-5007490
Qualified in Queens County
Commission Expires February 1, 1995

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By *L. C. Yarberry*
Its Vice President-Finance

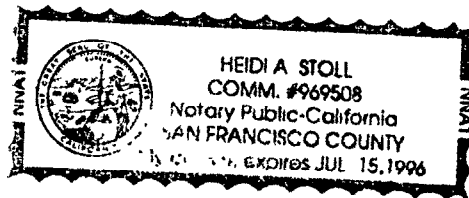
Executed this 15th day of
September, 1993 in San Francisco,
California

State of California)
)
County of San Francisco)

On September 15, 1993, before me, *Heidi A. Stoll*, Notary Public, personally appeared L. C. YARBERRY, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Heidi A. Stoll



DESCRIPTION OF ITEMS OF EQUIPMENT

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
23	Diesel Electric Locomotives consisting of:	General Motors	
	3 Model SD 40-2 Locomotives		SP 7312, 7313, 7322
	20 Model SD 40-T2 Locomotives		SP 8300, 8308, 8309, 8310, 8312, 8313, 8322, 8325, 8356, 8359, 8361, 8362, 8363, 8367, 8376, 8489, 8490, 8497, 8528, 8560